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February 24, 1994

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Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 17977-4 FILED 1425

FEB 24 1994-2 45 PM

Dear Secretary Strickland:

INTERSTATE COMMERCE COMMISSION

I have enclosed two certified copies of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11303.

The first document is a Bill of Sale, a secondary document, dated December 22, 1993. The primary document to which this is connected is recorded under Recordation No. 17977. We request that this document be recorded under Recordation No. 17977-Y.

The names and addresses of the parties to the Bill of Sale are:

Seller:

American Finance Group
Exchange Place
Boston, MA 02109

Purchaser:

National City Leasing Corporation
101 South 5th Street/7th Floor
Louisville, KY 40202

The second document is a Release of Security Interest in Lease Supplement No. A-6 under SPTC Trust No. 93-1, a secondary document, dated January 18, 1994. The primary document to which this is connected is recorded under Recordation No. 17977. We request that this document be recorded under Recordation No. 17977-Z.

RECEIVED
OFFICE OF THE
SECRETARY
FEB 24 2 36 PM '94
LICENSING BRANCH

Courtesy of Judith McDonald

Honorable Sidney L. Strickland, Jr.
February 24, 1994
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The name and address of the party to the Release of Security Interest in Lease Supplement No. A-6 under SPTC Trust No. 93-1 is:

Assignee:

National Westminster Bank USA
175 Water Street
New York, NY 10038-4924

A description of the equipment covered by both documents consists of four SD-45-2 diesel electric locomotives numbered SP 9333, 9375, 9391, and 9402.

A fee of \$36.00 is enclosed. Please return one certified copy of each document to:

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

A short summary of the documents to appear in the index follows: (1) Bill of Sale from American Finance Group, Exchange Place, Boston, MA 02109, to National City Leasing Corporation, 101 South 5th Street/7th Floor, Louisville, KY 40202; and (2) Release of Security Interest in Lease Supplement No. A-6 under SPTC Trust No. 93-1 by National Westminster Bank USA, 175 Water Street, New York, NY 10038-4924; both covering four SD-45-2 diesel electric locomotives numbered SP 7486, 9243, 9282, and 9330.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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BILL OF SALE

INTERSTATE COMMERCE COMMISSION

American Finance Group, a Massachusetts general partnership ("Seller"), for valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned, transferred and set over and, by these presents, does hereby sell, assign, transfer and set over, unto National City Leasing Corporation ("Purchaser") all of Seller's beneficial interest ("Beneficial Interest") in Lease Supplement No. A-6 under SPTC Trust 93-1 held under a Trust Agreement dated as of March 31, 1993 between Seller and U.S. Trust Company of California, N.A. ("Owner Trustee"), relating to the Equipment Lease dated as of March 31, 1993, between the Owner Trustee and Southern Pacific Transportation Company ("Railroad") relating to four General Motors Model SD-45-T2 Diesel Electric Locomotives bearing unit numbers 9333, 9375, 9391 and 9402, as more fully described in the copy of Lease Supplement No. A-6 heretofore delivered to Purchaser.

Seller hereby warrants that it is the sole owner of the Beneficial Interest and that the Beneficial Interest is free and clear of all liens, claims and encumbrances, except for certain liens permitted to the Railroad under the related Lease with the Railroad and that Seller has the right and authority to sell and convey the Beneficial Interest.

Seller covenants and agrees to do, execute and deliver, or to cause to be done, executed and delivered, all such further acts, transfers and assurances, reasonably requested by Purchaser for the better assuring, conveying and confirming unto Purchaser all and singular, the Beneficial Interest hereby bargained, sold, assigned, transferred, set over and conveyed, as Purchaser shall request.

This Bill of Sale and the representations, warranties and covenants herein contained shall inure to the benefit of Purchaser and its successors and assigns, shall be binding upon Seller and its successors, assigns and transferees, and shall survive the execution and delivery hereof.

IN WITNESS WHEREOF, Seller, pursuant to due authority, has caused this instrument to be duly executed in its company name by its officer, thereunto duly authorized, and the undersigned signatory hereto declares pursuant to 28 U.S.C. 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below his signature.

AMERICAN FINANCE GROUP

By: James F. LoringTitle: Vice PresidentDate: December 22, 1993

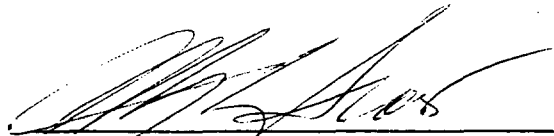
NATIONAL CITY LEASING CORPORATION

CERTIFICATE

I, Mary L. Scott, duly appointed qualified and acting Vice President of National City Leasing Corporation, a corporation organized and existing under the laws of the Commonwealth of Kentucky, do hereby certify as follows:

1. Attached hereto as Exhibit A is a true and correct copy of a Bill of Sale dated December 22, 1993 between American Finance Group ("Seller") and National City Leasing Corporation ("Purchaser").
2. Attached hereto as Exhibit B is a true and correct copy of a Release of Security Interest in Lease Supplement No. A.6. under SPTC Trust No. 93-1 dated January 19, 1994 and executed by National Westminster Bank USA.

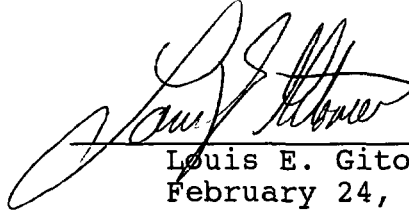
In witness whereof, I have hereunto set my hand this 28th day of January, 1994.


Mary L. Scott
Vice President

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CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated December 22, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
February 24, 1994